

**FIRST AMENDED AND RESTATED
BYLAWS of
CREW East Bay, Inc.**

A California Non-profit Mutual Benefit Corporation

ARTICLE I. NAME AND PRINCIPAL OFFICES

1.1 Name. The name of this corporation is **CREW East Bay, Inc.** (the "**Corporation**").

1.2 Principal Office. The principal office for the transaction of the business of the Corporation shall be located at 1201 Wakarusa Drive, Suite D, Lawrence, Kansas 66049 or such other place as the Corporation's Board of Directors ("**Board**" or "**Board of Directors**") determines, from time to time. Any change shall be noted by the Secretary in the Corporation's handbook of Policies and Procedures ("**Policy Handbook**").

ARTICLE II. PURPOSE

2.1 Purposes. The Corporation has been formed under the California Nonprofit Mutual Benefit Corporation Law. The purpose of the Corporation is to help women in the San Francisco East Bay geographical area enter, advance in, and succeed in the field of commercial real estate by:

- (a) Enhancing professional growth and business opportunities for women as influential leaders;
- (b) Encouraging and promoting business between members;
- (c) Providing a communication network among its members;
- (d) Furthering the professional development and expertise of members by providing educational opportunities and resources; and
- (e) Recognizing and publicizing the accomplishments of women in the field of commercial real estate.

2.2 Affiliation with CREW Network. The Corporation is an affiliate chapter of the Commercial Real Estate Women Network ("**CREW Network**") and shall follow the organizational bylaws and procedures set forth by CREW Network and the CREW Network board of directors.

ARTICLE III. MEMBERSHIP

3.1 Defined Terms. As used in these bylaws, the following terms shall have the respective meanings ascribed to them:

- (a) "**Commercial Real Estate**" means income-producing real property and real property held for investment. Services rendered in connection with the sale or transfer of individual residential units shall not be considered to relate to Commercial Real Estate but instead shall be considered to relate to residential real estate.
- (b) "**Qualified Field of Commercial Real Estate**" means a field identified as such by the Board, so long as the services provided relate to Commercial Real Estate. In determining

whether a field shall be a Qualified Field of Commercial Real Estate, the Board may, but shall not be obligated to, refer to the specified fields listed in the CREW Network Policies & Procedures.

3.2 Membership Classes and Qualifications. The Corporation shall have one (1) class of voting members, designated as General Members, and additional classes of non-voting members, as determined by the Board from time to time. As of the effective date of these bylaws, the qualification and classes of membership are as follows:

- (a) General Member. Any person of good character and reputation who is a professional in the field of Commercial Real Estate may become a “**General Member**” of the Corporation, *provided, however,* that individual has at least five (5) consecutive years of experience in a Qualified Field of Commercial Real Estate and is currently involved in a substantially full-time, professional position, the primary responsibilities of which are in one or more of the Qualified Fields of Commercial Real Estate.
- (b) Associate Member. Any person of good character and reputation who is a professional in the field of Commercial Real Estate with fewer than five (5) years’ experience may become an “**Associate Member**” of the Corporation, *provided, however,* that individual has at least two (2) consecutive years of experience in a Qualified Field of Commercial Real Estate and is currently involved in a substantially full-time, professional position, the primary responsibilities of which are in one or more of the Qualified Fields of Commercial Real Estate.
- (c) Affiliate Member. Any person of good character and reputation who has five (5) or more years of experience in a field related to Commercial Real Estate may become an “**Affiliate Member**,” *provided, however,* that individual (i) is currently employed in a position whose primary professional responsibilities relate to, benefit, or support Commercial Real Estate, and (ii) supplies a service or physical product related to Commercial Real Estate. The Board shall additionally determine that such applicant’s admission would further the purposes of the Corporation and benefit the Corporation’s membership.
- (d) Civic Member. Any person of good character and reputation who is currently employed by a public agency or a local or other government in a position related to Commercial Real Estate may become a “**Civic Member**,” *provided however,* that individual is currently engaged on a substantially full-time basis and at a professional level. Such an individual may or may not meet primary responsibility or experience requirements of a General Member or an Associate Member.
- (e) Member in Transition. An individual shall qualify to be a “**Member in Transition**” if such individual previously qualified (or could have qualified) to be a General Member but does not currently qualify, either because such individual is working part-time, is retired, or is otherwise in transition.
- (f) Student Member. An individual shall qualify to be a “**Student Member**” if such individual is enrolled full-time in an undergraduate or graduate level program that could potentially lead to a professional position in a Qualified Field of Commercial Real Estate.

3.3. Admission of Members. Each applicant shall file with the Corporation a written application for membership which shall include such information and application fees as determined by the Board. Members shall be admitted from time to time by vote of the Board, and the Board shall have the discretion to waive one or more requirements for membership if the Board determines an applicant’s admission would further the purposes of the Corporation and/or benefit its members. Upon election to

membership and the payment of such membership dues and initiation fees as set by the Board, such person shall be admitted to membership.

3.4 Composition. When considering potential new members, the Board of Directors will consider such factors as it deems appropriate. In order to promote diversity among the membership, the Board may limit the number or percentage of members (a) within each particular Qualified Field of Commercial Real Estate, or (b) from any profession or (c) from any one employer.

3.5 Current Members. At the discretion of the Board, any current member who does not meet the criteria for membership set forth in this Section 3.2, in her or his respective category, shall be permitted to remain as a member for the balance of the calendar year, provided that such individual met the criteria for membership at the beginning of such calendar year. Any such individual who does not meet such membership criteria may not renew her or his membership, unless and until she or he subsequently satisfies the applicable membership criteria, or unless otherwise approved by the Board in its sole discretion.

3.6 Member Rights; Voting. Each class of voting and non-voting members shall have such rights and obligations as shall be established from time to time by resolution of the Board. Only General Members shall have the right to vote on an election of the Board of Directors or on any other binding corporate action. Notwithstanding anything to the contrary, the Corporation (including these bylaws) may refer to any non-voting member as a "member," even though such individual does not have voting privileges. Subject to these bylaws and the Corporation's policies and procedures, General Members shall have the right to vote on:

- (a) The election of officers;
- (b) The removal of directors, pursuant to *California Corporations Code §7222*;
- (c) Any amendment to these bylaws that materially and adversely affects members' rights, and all amendments to the articles of incorporation, except for amendments permitted to be adopted by the Board alone, under *California Corporations Code §7812(b)*;
- (d) The disposition of all or substantially all of the assets of the Corporation;
- (e) Any merger of the Corporation;
- (f) Any dissolution of the Corporation; and
- (g) Any other matters that may properly be presented to General Members for a vote, pursuant to an action of the Board or by operation of law.

3.7 Membership Book and Roster. The Corporation shall keep, or shall cause CREW Network to keep, a record of the membership of the Corporation, including the current name, address, email address, telephone number, date of admission, and category of membership for each member, and shall have that record available at such time and place as is necessary for the conduct of the Corporation's business.

3.8 Fees and Dues. The Board of Directors shall establish the dues structure for all membership classes (including any assessments and application fee). These dues shall include the amount of dues required to be paid to CREW Network. Any member's failure to remit dues by the due

date determined by the Board shall be grounds for termination of membership. The fact and date of termination shall be recorded in the membership book. Membership dues are non-refundable.

3.9 Term. The term of membership for all members will expire annually on December 31. Each member may renew her or his membership annually by paying the required dues as set by the Board.

3.10 Resignation. Any member may withdraw from the Corporation after fulfilling all obligations to it by giving written notice of such intention to the Secretary, which notice shall be presented to the Board of Directors by the Secretary at the first meeting of the Board after receipt. Such resignation shall not relieve the member so resigning of the obligation to pay any accrued and unpaid dues or other charges.

3.11 Termination. The Board of Directors may terminate the membership of any member of the Corporation in its sole discretion upon a majority vote of the full Board. When this occurs, for any reason other than failure to remit dues by the deadline, the member shall have the right to be heard by the Board prior to its vote on the proposed termination. The fact and date of termination of any member shall be recorded in the membership book.

3.12 Reinstatement of Inactive Member. An inactive member who submits a written request may be reinstated to active status upon payment of all dues, provided such applicant meets all current requirements for membership. The Director serving as the liaison to the Membership Committee shall report such reinstatement at the following Board meeting.

3.13 Ownership of Membership and Non-Transferability. Membership approvals are based on an individual's qualifications and experience, and a membership belongs to the individual, not to the individual's employer. Memberships may not be transferred from person to person.

3.14 Membership Reciprocity Program. The Corporation may participate in CREW Network's "Membership Reciprocity Program," in order to accommodate relocating CREW Network members from other chapters for the remainder of the term for which their CREW Network dues were paid. No local dues shall be required from these individuals for the membership term for which CREW Network dues were paid. Prior to membership renewal for the next membership year, the individual may be asked to complete a membership application form, which shall be reviewed in the same manner as new member applications.

ARTICLE IV. MEETINGS OF THE MEMBERS

4.1 Place of Meeting. Meetings of the membership shall be held at any place within or outside the State of California designated by the Board. In the absence of any such designation, members' meetings shall be held at the office of the President of this Corporation.

4.2 Annual Meeting. The annual meeting of the membership shall be held in December of each year for the purpose of announcing the slate of officers and directors for the following year (if not announced via electronic delivery), reviewing the financial status of the Corporation, and/or such other matters as determined by the Board. Notwithstanding the prior sentence, the Board may designate another date for the annual meeting of the membership and shall cause notice of that meeting to be sent to each member in accordance with the provisions of Section 4.4.

4.3 Special Meetings. A special meeting of the members may be called at any time for any lawful purpose by the President, by the majority of the Board, or by members constituting five percent

(5%) or more of members entitled to vote. If a special meeting is called, the Secretary shall cause written notice to be promptly given to the members entitled to vote in accordance with Section 4.4.

4.4 Notice. Whenever members are required or permitted to take any action at a meeting, a written notice of the meeting shall be given to each member entitled to vote. The notice shall specify the place, date and hour of the meeting and (i) in the case of a special meeting, the nature of the business to be transacted; (ii) in the case of an annual meeting, those matters which the Board, at the time the notice is given, intends to present for action by the members; and (iii) in the case of a vote regarding any action described in Section 3.6(a) – (f), the general nature of the proposal. Notice of any meeting of members shall be in writing and shall be given to each member who, on the record date for notice of the meeting, is entitled to vote therefore, not less than five (5) business days nor more than sixty (60) calendar days before the date of the meeting. Notice shall be addressed to each member either at the address of that member appearing on the books or electronic records of this Corporation or at any other address given by the member. Notice shall be deemed to have been given at the time when delivered personally or deposited in the mail or sent by electronic mail or other electronic means (which may be included in any publication circulated by this Corporation), or by other means of written communication.

4.5 Quorum. Ten percent (10%) of the members entitled to vote shall constitute a quorum for the transaction of business at any meeting of the members; *provided, however,* that the only matters that may be voted on at any annual meeting actually attended by less than one-third of the voting power are matters the general nature of which was disclosed in advance to the members by written notice pursuant to Section 4.4.

4.6 Loss of Quorum and Adjournment. The members present at a duly called or duly held meeting at which a quorum is present may continue to transact business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum, if any action taken (other than adjournment) is approved by at least a majority of the members required to constitute a quorum. Any meeting of members, whether or not a quorum is present, may be adjourned from time to time by the vote of the majority of the members represented at the meeting. No meeting may be adjourned for more than forty-five (45) days. When a members' meeting is adjourned to another time or place, notice need not be given of the adjourned meeting, if the time and place to which the meeting is adjourned are announced at the meeting at which adjournment is taken. At the adjourned meeting, this Corporation may transact any business that might have been transacted at the original meeting.

4.7 Voting at Meeting. Members entitled to vote at any meeting of members shall be General Members who are in good standing. Voting may be by voice vote or ballot, and in the case of ballot, by physical ballot or electronic means. If a quorum is present, the affirmative vote of the majority of the General Members represented at the meeting entitled to vote and voting on any matter shall be the act of the members, unless the vote of a greater number is required by California Nonprofit Mutual Benefit Corporation Law. Each General Member shall be entitled to cast one (1) vote on all matters submitted to a vote of the members, and cumulative voting shall not be permitted.

4.8 Voting by Written Ballot without a Meeting. Any action that may be taken at any meeting of the members may be taken without a meeting by written ballot. All solicitations of votes by ballot shall: (a) indicate the number of responses needed to meet the quorum requirement; (b) state the percentage of approvals necessary to pass the measure(s); and (c) specify the time by which the ballot must be received in order to be counted. Each ballot so distributed shall: (i) set forth the proposed action; and (ii) provide the members an opportunity to specify approval or disapproval of each proposal, if more than one proposal is set forth. Approval by written ballot pursuant to this section shall be valid only when the number of votes cast by ballot within the time specified equals or exceeds the quorum required to be present at a meeting authorizing the action (as provided in Section 4.5), and the number of approvals

equals or exceeds the number of votes that would be required to approve the proposal at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot.

4.9 Waiver of Notice. Notwithstanding the provisions of any of the foregoing sections, a meeting of the members of the Corporation may be held at any time and at any place within or outside California, and any action may be taken thereat if notice is waived in writing by every member having the right to vote at the meeting.

ARTICLE V. BOARD OF DIRECTORS

5.1 Powers. All powers and activities of the Corporation shall be exercised and managed by the Board of Directors directly or under the ultimate direction of the Board. The Board shall be charged with the responsibility for managing the business, property, and affairs of the Corporation and setting the policy for such management.

5.2 Number and Qualification. The Board of Directors shall consist of not less than five (5) and not more than fifteen (15) active members. The exact number of directors, within the minimum and maximum limitations set forth in this Section, shall be established by the Board each year.

5.3 Term. The directors shall serve for one-year terms, or such other term as shall be decided by the Board, from time to time, and recorded by the Secretary in the Policy Handbook.

5.4 Selection. The Nominating Committee shall select the slate of Directors for the next year, and the General Members shall elect the Board, as provided in Article VII.

5.5 Vacancies and Removal. A vacancy due to death, resignation, incapacity, removal, or other reason shall be deemed to exist on the Board in the event that the actual number of directors is less than the authorized number for any reason. Vacancies may be filled by the remaining directors for the unexpired portion of the term.

5.6 Meetings. Regular meetings of the Board of Directors shall be held on an as-needed basis, but not less than six (6) times a year. Special meetings of the Board of Directors for any purpose or purposes may be called by the President or any two (2) directors, and noticed in accordance with Section 5.7. Directors may participate in a meeting through use of conference telephone, electronic video screen communication, or other communications equipment so long as (a) each director participating in the meeting can communicate with all of the other directors concurrently; (b) each director is provided with the means of participating in all matters before the Board, including the capacity to propose, or to interpose an objection to, a specific action to be taken by the Corporation; and (c) the Corporation verifies that the person communicating by telephone or electronic equipment is actually the director and is entitled to participate. Meetings of the Board may be held at any place within or outside California that has been designated, from time to time, by the President or in a notice of the meeting.

5.7 Notice. Notice of any regular or special meeting of the Board shall be given to each director at least two (2) business days before any such meeting via first-class mail, electronic mail or other electronic means, including a voice messaging system, and shall state the date, place and time of the meeting. Notwithstanding, a meeting of the Board may be held at any time and at any place, and any action may be taken, if notice is waived in writing (including electronic mean) by every member of the Board.

5.8 Quorum. A majority of those persons then-serving on the Board shall constitute a quorum for the transaction of business, except to adjourn. Every act or decision done or made by a

majority of the members of the Board present at a meeting duly held at which a quorum is present shall be regarded as the act of the Board, subject to the more stringent provisions of the California Nonprofit Mutual Benefit Corporation Law, especially those provisions relating to (i) approval of contracts or transactions in which a member of the Board has a direct or indirect material financial interest, and (ii) indemnification of members of the Board. A meeting at which a quorum is initially present may continue to transact business, notwithstanding the withdrawal of members of the Board, if any action taken is approved by at least a majority of the required quorum for that meeting.

5.9 Waiver of Notice. The transactions of any meeting of the Board, however called and noticed or wherever held, shall be as valid as though taken at a meeting duly held after regular call and notice, if (a) a quorum is present, and (b) either before or after the meeting, each member of the Board not present signs a written waiver of notice, a consent to holding the meeting, or an approval of the minutes of such meeting. The waiver of notice or consent need not specify the purpose of the meeting. All such waivers, consents, and approvals shall be filed with the Corporation records or made a part of the minutes of the meeting. Notice of a meeting shall also be deemed given to any member of the Board who attends the meeting without protesting before or at its commencement about the lack of adequate notice.

5.10 Voting. Each director shall have one (1) vote. No director may vote by proxy.

5.11 Action without a Meeting. Any action required or permitted to be taken by the Board may be taken without a meeting if all directors individually or collectively consent to such action. Such written consent shall be filed with the minutes of the Board, and shall have the same force and effect as the unanimous vote of the Board.

ARTICLE VI. OFFICERS

6.1 Officers. The principal officers of the Corporation shall be a President, President-Elect, Treasurer, and Secretary and such other officers as the Board of Directors may appoint. One person may hold two (2) or more offices, except that neither the Secretary nor the Treasurer may serve concurrently as the President. The officers shall be General Members of the Corporation in good standing. The officers shall have the duties and powers as generally provided, below, and as additionally or otherwise prescribed by the Board, from time, and recorded in the Policy Handbook.

(a) President. The President shall be the chief executive officer of the Corporation and shall preside at all meetings. The President shall become the Immediate Past President of the Corporation for the term succeeding the term which she or he has served as President.

(b) President-Elect. The President-Elect shall perform the duties of the President in the President's absence and shall become the President should the office of the President become vacant. The President-Elect succeeds to the office of President the following year she or he is appointed as President-Elect.

(c) Secretary. The Secretary shall keep a full and complete record of the proceedings of the Board of Directors and the Corporation; attend all Board meetings (or arrange for another director to take minutes of any Board meeting that the Secretary is unable to attend); keep, or arrange for CREW Network to keep, a copy of the bylaws and articles of incorporation and a record of all activities of this Corporation and Board; periodically file a Statement of Information, as required by *California Corporations Code § 6210*; and shall be responsible for the administrative functions of the Board.

(d) Treasurer. The Treasurer shall keep and maintain all financial records of the Corporation and shall be responsible for the funds of the Corporation, shall make such reports as the Board of Directors may require, shall develop an annual budget; and shall discharge any other duties the Board of Directors may require.

(e) Immediate Past President. The Immediate Past President shall provide advice and counsel to the President and, in the absence of both the President and President-Elect, shall preside at meetings

6.2 Delegates to CREW Network. There shall be two (2) delegates to CREW Network, who shall be selected by the President from the directors elected to serve on the Board; *provided, however*, that one of the delegates will be the President-Elect, unless the President-Elect declines to serve as a delegate. A delegate shall serve for a one (1) year term, but may be elected to more than one term. The two (2) delegates shall attend council meetings of CREW Network, undertake such duties as may be required by CREW Network, and be responsible for communications between the Corporation and CREW Network regarding convention-related activities of CREW Network and other matters. The delegates shall have such other powers and duties as the Board may prescribe. The Corporation shall, whenever possible, send two (2) delegates to CREW Network Council meetings. If one of the elected delegates is unable to attend, another director may be appointed by the President to attend such Council meeting as a temporary substitute delegate and will serve in the place of the elected Delegate with respect to such Council meeting.

ARTICLE VII. DIRECTOR ELECTIONS

7.1 Nominating Committee. The Corporation shall have a “**Nominating Committee**,” which shall consist of three (3) members, as follows: the President, the President-Elect, and the Immediate Past-President (who shall be Chairperson), and in the event any of the aforementioned officers is not available, the Board may appoint an alternate. The Nominating Committee shall be responsible for seeking qualified candidates to serve as directors of the Corporation and for selecting the slate of nominees for such positions.

7.2 Solicitation of Nominations. During a period of not less than fifteen (15) calendar days each year, which period shall be established by the Nominating Committee, the Corporation shall solicit nominations from the members to fill the positions of President-Elect and directors for the next calendar year.

7.3 Slate. No later than September 30th of each year, or such other date as established by the Nominating Committee, the Nominating Committee shall select from those active members of the Corporation who have expressed a willingness to serve on the Board of Directors, a slate to serve for the following calendar year. The Nominating Committee shall develop and/or periodically review guidelines for evaluating the nominees in order to determine those nominees best qualified for the positions to be elected. The Nominating Committee shall present to the Board by the Board's October meeting each year a written report presenting a slate of nominees containing one name only for each open position for the next calendar year.

7.4 Election of Directors. During the period following the Board's October meeting for the year in question and the date that is at least fifteen (15) days prior to the election, the Board shall cause written or electronic ballots containing the names of all of the nominees to be sent via U.S. mail, electronic mail or other electronic means to each member entitled to vote. All such ballots shall specify the number of responses needed to meet the quorum requirement and the time by which the ballot must be received in order to be counted. Ballots shall be returned on such date as the Board shall specify in order to be counted. Approval by written ballot pursuant to this section shall be valid when the number of votes

cast by ballot within the time specified equals or exceeds the quorum required to be present at a meeting authorizing the action (as provided in Section 4.5), and the number of approvals equals or exceeds the number of votes that would be required to approve the proposal at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot.

7.5 Committees. Committees are an integral part of the Corporation's activities. The President may designate such committees or subcommittees as are necessary or desirable to transact the business of the Corporation, from time to time. The President shall appoint a member of the Board to serve as liaison to each of the committees. All active members may serve on committees of the Corporation. Each committee shall strive to further the strategic plan of this Corporation, as adopted from time to time by the Board.

ARTICLE VIII. FISCAL/PROGRAM YEAR

8.1 Fiscal Year. The fiscal and program year of the Corporation shall be January 1 through December 31 of each year.

ARTICLE IX. CONTRACTS, LOANS, CHECKS AND DEPOSITS

9.1 Financial Matters and Contracts. All contracts entered into on behalf of the Corporation must be authorized by the Board or the person to whom such power may be conferred by the Board, from time to time. Except as otherwise provided by law, every check, draft, promissory note, money order, or other evidence of indebtedness shall be signed by the person or person on whom such power may be conferred by the Board from time to time. The Board of Directors shall authorize one or more officers or agents to enter into, execute and/or deliver any instrument in the name of and on behalf of the Corporation. The Board shall establish a policy from time to time, relating to budgeting matters, and signature authority for checks, cash disbursement, expense reimbursement, and all other money matters.

ARTICLE X. INDEMNIFICATION

10.1 Right of Indemnity. To the full extent allowed by the California Nonprofit Public Benefit Law, the Corporation shall indemnify and advance expenses to all persons whom it may indemnify pursuant thereto.

10.2 Approval of Indemnity. On written request to the Board in each specific case by any agent seeking indemnification, to the extent that the agent has been successful on the merits, the Board shall promptly authorize indemnification in accordance with *California Corporations Code* § 7237(d). Otherwise, the Board shall promptly determine, by a majority vote of a quorum consisting of directors who are not parties to the proceeding, whether, in the specific case, the agent has met the applicable standard of conduct stated in *California Corporations Code* §§ 7237(b) or (c), and, if so, may authorize indemnification to the extent permitted thereby. If the Board cannot do so because there is no quorum of directors who are not party to the proceeding for which indemnification is sought, the Board shall promptly call a meeting of the General Members. At that meeting, the General Members shall determine whether, in the specific case, the applicable standard of conduct stated in such Section has been met, and, if so, the General Members may authorize indemnification to the extent permitted thereby.

10.3 Advancing Expenses. The Board of Directors may authorize the advance of expenses incurred by or on behalf of an agent of this corporation in defending any proceeding prior to final disposition, if the Board finds that: (a) the requested advances are reasonable in amount under the circumstances, and (b) before any advance is made, the agent will submit a written undertaking satisfactory to the Board to repay the advance unless it is ultimately determined that the agent is entitled

to indemnification for the expenses under this Article. The Board shall determine whether the undertaking must be secured, and whether interest shall accrue on the obligation created thereby.

10.4 Insurance. The Board of Directors may adopt a resolution authorizing the purchase of insurance on behalf of any agent against any liability asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, and such insurance may provide for coverage against liabilities beyond this corporation's power to indemnify the agent under law.

ARTICLE XI. AMENDMENTS

11.1 Amendment by Directors. These bylaws may be amended or restated by action of a resolution of the Board of Directors, *provided, however*, the approval of the General Members shall be required if the action would materially and adversely affect the rights of members as to voting, dissolution, redemption, or transfer, or as otherwise prohibited by California Nonprofit Mutual Benefit Law.

11.2 Amendment by General Members. These bylaws may be amended or restated by a vote of the General Members, subject to the provisions of *California Corporations Code § 7150*.

11.3 Corporate Records. The Secretary shall record any amendment or modification in the records of the Corporation, including the Policy Handbook.

ARTICLE XII. DISSOLUTION

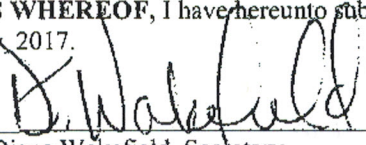
12.1 Dissolution of the Corporation. Upon dissolution of the Corporation, the directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, comply with all requirement of the California Attorney General's Office, the Secretary of State, Franchise Tax Board, and California law, including, without limitation, obtaining a Dissolution Waiver from the Attorney General's Office, prior to disposing of any remaining assets of the Corporation.

CERTIFICATE OF SECRETARY

I, the undersigned, certify that:

1. I am the presently elected and acting Secretary of CREW East Bay, Inc., a California Nonprofit Mutual Benefit Corporation; and
2. The foregoing First Amended and Restated Bylaws, consisting of ten (10) numbered pages, including this page, are the bylaws of this Corporation as approved by a vote of the members as of December 9, 2016.

IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed the seal of the Corporation this 3rd day of January, 2017.



Diane Wakefield, Secretary

THIS PROGRAM IS VERIFIED PARTICIPATION ENTITIES ATTENDEE TO ATTENDEE'S TOTAL CREDITS ABOVE INCLUDE FOR TOTAL CREDITS

